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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,  
Debtors.

Chapter 11

Case No. 12-12020 (MG)  
Jointly Administered

Related Docket No. 1094

**RESPONSE OF MERSCORP HOLDINGS, INC.  
TO DEBTORS' SALE MOTION**

MERSCORP Holdings, INC., (“MERSCORP Holdings”), by and through undersigned counsel, files this response to the Debtors’ motion to sell certain of their assets (the “Motion”) [Docket No. 1094] and states as follows:

1. Debtor Residential Funding Company, LLC owns stock (the “MERSCORP Holdings Stock”) in MERSCORP Holdings. Pursuant to MERSCORP Holdings’ Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), any transfer of the MERSCORP Holdings Stock is subject to several transfer restrictions, including a right of first refusal. MERSCORP Holdings expects to amend the Certificate of Incorporation in the near future to, among other things, remove these transfer restrictions from the Certificate of Incorporation.

2. The Debtors filed the Sale Motion on May 14, 2012. Pursuant to the Sale Motion, as amended by subsequent filings, and based on the results of an auction held on October 23 and

24, 2012, the Debtors propose to sell certain of their assets to Ocwen Loan Servicing, LLC (“Ocwen”) and Berkshire Hathaway, Inc. (“BH”) pursuant to two separate asset purchase agreements. At present, MERSCORP Holdings does not know whether the MERSCORP Holdings Stock will be among the assets sold to either Ocwen or BH.

3. MERSCORP Holdings does not object to any sale of the MERSCORP Holdings Stock following the amendment of the Certificate of Incorporation to remove the transfer restrictions. MERSCORP Holdings expects that this will occur on or around December 20, 2012. However, MERSCORP Holdings does request that the closing of any sale of the MERSCORP Holdings Stock be postponed until following the amendment of the Certificate of Incorporation. This will not cause an undue delay and will ensure that the sale of the MERSCORP Holdings Stock does not violate the Certificate of Incorporation.

### **CONCLUSION**

WHEREFORE, for the foregoing reasons, MERSCORP Holdings respectfully requests that this Honorable Court enter an order consistent with this response and granting to MERSCORP Holdings such other and further relief as is just and proper.

Date: October 29, 2012  
Wilmington, DE

**SULLIVAN • HAZELTINE • ALLINSON LLC**

/s/ William A. Hazeltine

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